

Exhibit 12

Privilege Log for Third Parties Skadden, Arps, Slate, Meagher & Flom LLP, Galen Bellamy, Jack DiCanio, Zvi Gabbay, Victoria Holstein-Childress, Cale Keable, Morgan Lopez, Richard Marmaro, Thomas McDonald, Lanelle Meidan, Jonah Van Zandt and Sheryl Wu

SEC v. Schroeder, Case No. C 07-3798 (JW)

A: CATEGORIES OF DOCUMENTS THAT HAVE BEEN PRODUCED TO SCHROEDER PURSUANT TO THE SEC'S INITIAL DISCLOSURES, WHICH ARE BEING WITHHELD ON THE GROUNDS OF ATTORNEY-CLIENT PRIVILEGE AND/OR THE WORK PRODUCT DOCTRINE

1.	7/21/97-11/8/05	James Bagley; J.C. Berger; Lisa Berry*; Bob Boehlke; Loann Campbell; Kathryn Cross; Bret DiMarco*; Ken Levy; Jon Tompkins; Ken Schroeder; Art Schnitzer; Lars Samson; Virenda Kirloskar; Tracy Laboy; Stuart Nichols*; Jeff Hall; Jennifer Lacey; Leslie Wilson; Joy Nyberg; John Kispert;; Richard Elkus; Dean Morton; Lida Urbanek; Ye-Chun Wang; Rick Wallace; Jeanne Lyon; Mike Kahn; Kathy Marines	Emails; Memos	Emails re stock option grant process, seeking legal advice; memos re stock option grants and grant process, providing legal advice
2.	12/4/98-9/1/02	Stuart Nichols*; Joy Nyberg; John Kispert; Sharon Orlando; Leslie Wilson; Mark Nordstrom; Lisa Berry*; Maureen Lamb; Jeff Hall; Tom Coffey	Emails; Memos	Emails re stock option strategies, seeking and providing legal advice

¹ The symbol "*" denotes an attorney.

3.	12/16/97-1/31/06	Stuart Nichols*; Maureen Lamb; Joy Nyberg; Barbara Stebbins; Ken Levy; Ken Schroeder; Jon Tompkins; Lisa Berry*; Leslie Wilson; Sharon Orlando; Pat Marshall; Kathryn Cross; Rick Wallace; Lars Samson; Art Schnitzer; Tom Coffey; Gary Dickerson	Emails; Memos	Emails re stock option approval, seeking information in order to provide legal advice and providing legal advice; memos re stock option approval, providing legal advice
4.	8/30/96-6/19/06	Joy Nyberg; Lisa Berry*; Mark Nordstrom; Sharon Orlando; Leslie Wilson; Ken Schroeder; Bret DiMarco* (WSGR); Roger Stern* (WSGR); Stuart Nichols*; Maureen Lamb; John Kispert; Galen Bellamy*; Elizabeth Harlan*; Karen Rogers; Ken Levy; Jon Tompkins; Gary Dickerson; Tom Coffey; Tina Galindo; Cynthia Mangan; Judith Christiansen; Ned Barnholt; Bob Bonds; Lida Urbanek; Leo Chamberlain; Dag Tellefsen; Mike Kahn; Kevin McAndrews; Ben Tsai; David Adler; Tracy Laboy	Emails; Memos	Emails re stock option pricing, providing legal advice; memos re stock option pricing, providing legal advice
5.	6/6/01-11/8/05	Stuart Nichols*; Jeff Hall; John Kispert; Roger Stern*; Peter Campagna; Carole Skebe; Tracy Laboy; Robert Lee; Jeff Hall	Emails	Emails re compensation agreement status, seeking and summarizing legal advice
6.	1/22/91-2/17/05	Sharon Orlando; Joy Nyberg; Mark Nordstrom; Lisa Berry*; Leslie Wilson; Karen Rogers; Kenneth Levy; Dean Morton; Stuart Nichols*; Tracy Laboy; Peter S. Presunka; Julie Little; Kathryn Cross	Emails; Memos	Other emails and memos seeking and summarizing legal advice from counsel (<i>some contain handwritten notes of counsel</i>)
7.	9/21/04	Stuart Nichols*; Kim Jackson*; Maureen Lamb; Tracy Laboy; John Kispert	Emails	Emails re draft public filings, seeking and providing legal advice

8.	4/28/97-5/16/01	Stuart Nichols*; Maureen Lamb; Tom Coffey; Joy Nyberg; Judith O'Brien; Larry Sonsini* (WSGR); Judith Mayer O'Brien* (WSGR); Lisa Berry*	Emails; Memos; Draft board documents	Emails re board meetings, board presentations and correspondence seeking and providing legal advice; memos re board meetings; drafts of board minutes
9.	7/21/97-4/27/04	Lisa Berry*; Bret DiMarco*; Stuart Nichols*	Board documents	Board minutes (with exhibits) (<i>portions reflecting presentations by counsel have been redacted</i>) ²
10.	9/21/99-9/26/05	Stuart Nichols*; Joy Nyberg; Lars Samson; Wendy Harrison; Maureen Lamb; John Kispert; Kim Jackson*; Bob Bond; Dean Lindholm; Tina Galindo; Ken Levy; Ken Schroeder; Yolanda Squarcia; Jill Cartagna; Kerry Bird; Judith Christiansen; Leslie Wilson; Roger Stern*; Mike Kahn	Emails; Draft board documents	Emails re: Compensation Committee, seeking and providing legal advice; drafts of committee minutes; draft reports; draft legal documents (<i>some contain handwritten notes of counsel</i>)
11.	8/6/98-5/3/01	Lisa Berry*; Bret DiMarco*; Edward Barnholt; Bob Bond; Lida Urbanek; Ken Schroeder; Ken Levy; Kerry Robison; Stuart Nichols*; Joy Nyberg; Judith Christiansen; Yolanda Squarcia	Board documents	Compensation Committee minutes, agenda, reports (with exhibits) (<i>some contain handwritten notes of counsel</i>) ³
12.	11/19/03-2/2/04	Maureen Lamb; Ken Schroeder; John Kispert; Stuart Nichols*; Dean Lindholm; Joy Nyberg	Memos; Emails	Memos and emails re Sarbanes-Oxley and corporate governance issues; draft memos re same
13.	4/23/97	Lisa Berry*; Ken Levy; Ken Schroeder; Jon Tompkins	Memos	Memos re employee compensation (<i>some contain handwritten notes of counsel</i>)
14.	9/19/00	Lisa Berry*	Company document	KLAA-Tencor Corporation Document Retention Policy
15.	8/24/06	Dean Lindholm; Timothy Miller*	Letter	Letter re interview in connection with Special Committee investigation

² Documents will be produced subject to redaction of privileged or work product information.

³ Documents will be produced subject to redaction of privileged or work product information.

16.	10/25/02-9/20/04	Judith Christiansen; Ken Levy; Tina Galindo; Ken Schroeder; Gary Dickerson; John Kispert; Tom Coffey; Cynthia Mangan; Stuart Nichols*; Maureen Lamb; Kimberly Jackson	Emails	Emails re stock option committee meeting and current committee issues, seeking and providing legal advice
17.	6/8/06-9/26/06	Lanelle Meidan* (Skadden); Elizabeth Harlan* (Skadden); Sheryl Wu* (Skadden); Jonah Van Zandt* (Skadden); Galen Bellamy* (formerly of Skadden); Cale Keable* (Skadden); Zvi Gabbay* (Skadden); Timothy Miller* (Skadden); Thomas McDonald* (formerly of Skadden); Victoria Holstein-Childress* (Skadden); Morgan Lopez* (Skadden)	Memos	All final memoranda of Special Committee witness interviews ⁴ (including all exhibits which are privileged or protected by the work product doctrine referenced therein)

⁴ Final interview memoranda were created for the following witnesses: Akbar, Jeannine; Bagley, James; Barnholt, Ned; Berger, JC; Bertran, Steve; Biligiri, Vijay; Bingham, Ray; Boehlke, Bob; Bond, Bob; Brienza, Frank; Butler, Jane; Chamberlain, Leo; Chitkara, Raman; Christiansen, Judith (2 memos); Cross, Kathryn (3 memos); Dahl, Sandra; Dickerson, Gary (2 memos); DiMarco, Bret; Elkus, Richard; Eslabon, Virginia; Ezrin, Thomas; Foote, Michelle; Galindo, Tina; Kahn, Michael; Kaufman, Steve; Kirloskar, Virendra; Kispert, John (2 memos); Laboy, Tracy (3 memos); Lacey, Jennifer; Lamb, Maureen (2 memos); Levy, Ken (2 memos); Lindholm, Dean; Lorenzini, Robert; Mangan, Cynthia; Marines, Kathy; Marks, Michael; Mohr, Marshall; Morton, Dean; Nichols, Stuart (3 memos); Nishi, Yoshio; Nyberg, Joy (3 memos); Omura, Gary; Orlando, Sharon; Rubinovitz, Samuel; Samson, Lars (2 memos); Schnitzer, Art; Schroeder, Ken (2 memos); Skebe, Carol; Stebbins, Barbara; Stern, Roger; Tompkins, Jon; Urbanek, Lida; Vashaimpayan, Sonai; Wallace, Rick; and Wilson, Leslie (2 memos).

B: CATEGORIES OF DOCUMENTS THAT ARE NOT ON THE SEC'S INITIAL DISCLOSURES, THAT ARE BEING WITHHELD THE GROUNDS OF ATTORNEY-CLIENT PRIVILEGE AND/OR THE WORK PRODUCT DOCTRINE

	Date Range	Author(s) or Recipient(s)	Document	Description
18.	6/23/06	Galen Bellamy*	Outline	KLA: Summary of Process, discussed at 6/23/06 meeting with LECG (<i>contains handwritten notes of counsel</i>)
19.	6/15/06-12/12/06	Galen Bellamy*	Notes	Handwritten notes re Special Committee witness interviews, LECG analysis, PWC requests, document preservation/collection and document review
20.	12/18/06-12/19/06	Galen Bellamy*	Emails; Memos	Emails and memos to KLA-Tencor re document harvesting and collection for Special Committee investigation
21.	12/14/06	Galen Bellamy*	Draft of chart	Draft of chart re witness statements (<i>contains handwritten notes of counsel</i>)
22.	9/18/06-9/21/06	Galen Bellamy*	Drafts of memos	Paper drafts of memos re Special Committee witness interviews (<i>contain handwritten notes of counsel</i>)
23.	9/6/06-9/18/06	Williamina Chang*	Memos; Spreadsheets; Outlines	Memos and outlines re KLA-Tencor options research; KLA-Tencor options spreadsheets
24.	1/2/07-1/8/07	Lisa Chen*	Notes; Emails	Handwritten notes and emails re review of privileged documents from Special Committee investigation
25.	7/18/06	Kristin Davis*	Chart	Chart re key provisions of stock option plans of KLA-Tencor and related entities

		Author(s) Recipient(s)	Proposed amendment	Proposed amendment to memo to Special Committee re investigation
26.	8/1/06	Zoila Davis*	Draft of memo	Paper draft of memo re Special Committee witness interview
27.	9/7/06	Zvi Gabbay*	Drafts of memos	Paper drafts of memos re Special Committee witness interviews (<i>most contain handwritten notes of counsel</i>)
28.	7/13/06-10/9/06	Elizabeth Harlan*	Notes	Handwritten notes re Special Committee witness interviews
29.	7/11/06-9/26/06	Elizabeth Harlan*	Notes	Typed notes re internal organization and personnel of KLA-Tencor
30.	8/27/06	Stephen Haydon-Khan*	Notes	Handwritten notes re Special Committee witness interview
31.	8/31/06	Cale Keable*	Draft of memo; Notes	Electronic draft of memo and handwritten/typed notes re Special Committee witness interviews
32.	8/29/06	Morgan Lopez*	Draft of memo	Paper draft of memo with track changes re Special Committee witness interview
33.	8/30/06	Morgan Lopez*	Notes	Handwritten notes re Special Committee witness interview
34.	8/24/06	Thomas McDonald*	Letters	Letters re disclosure of Special Committee investigation documents to company counsel
35.	2/6/07-1/11/07	Lanelle Meidan*	Charts; Notes	Charts and typed notes re KLA's organizational structure and lists of employees and their titles
36.	12/5/06-12/19/06	Lanelle Meidan*	Drafts of memos; Notes; Summaries	Electronic drafts of memos re Special Committee witness interviews; typed notes and summaries re same
37.	8/15/06-10/25/06	Lanelle Meidan*		

	Date Range	Author(s) / Recipient(s)	Document Type	Description
38.	9/15/06-10/5/06	Lanelle Meidan*	Drafts of memos	Paper drafts of memos re Special Committee witness interviews (<i>some contain handwritten notes of counsel</i>)
39.	8/24/06-9/21/06	Lanelle Meidan*	Notes; Comments	Handwritten notes re Special Committee witness interviews; typed comments re requested revisions to interview memos
40.	7/18/06-11/27/06	Timothy Miller*	Notes	Handwritten notes re Special Committee investigation process and Special Committee witness interviews
41.	4/25/07-4/30/07	Nelson Richards*	Proposed amendments; Notes	Proposed amendments to Special Litigation Committee report re: the company and certain legal concepts; handwritten notes in preparation of proposed amendments
42.	9/3/06-8/1/06	Jonah Van Zandt*	Drafts of memos	Electronic drafts of memos re Special Committee witness interviews
43.	8/30/06	Jonah Van Zandt*	Chart	Chart of Special Committee interviewees' statements re Schroeder
44.	10/13/06	Jonah Van Zandt*	Letters	Drafts of letters to government agencies re document production
45.	9/8/06-9/11/06	Jonah Van Zandt*	Summaries; Outlines	Summaries and outlines of summaries of memos re Special Committee witness interviews
46.	6/8/06-10/31/06	Sheryl Wu*	Notes	Handwritten notes re Special Committee investigatory process and Special Committee witness interviews
47.	6/12/06-1/15/07	Sheryl Wu*	Notes	Typed notes re Special Committee witness interviews
48.	6/12/06-6/21/06	Sheryl Wu*	Notes	Notes re Special Committee custodian interviews

Case No.	Date Range	Author(s) or Recipient(s)	Document Type(s)	Emails and/or other communications	Internal Skadden communications re Special Committee investigation
49.		Skadden attorneys		Emails and/or other communications	Internal Skadden communications re Special Committee investigation
50.		Skadden attorneys; H. Raymond Bingham; Stephen Kaufman		Emails and/or other communications	Communications to/from Special Committee re Special Committee investigation
51.		Skadden attorneys; Morgan Lewis attorneys; KLA employees		Emails and/or other communications	Communications to/from Skadden, Morgan Lewis or KLA-Tencor re Special Committee investigation
52.		Skadden attorneys; PWC employees		Emails and/or other communications	Communications to/from Skadden and PWC re Special Committee investigation
53.		Skadden attorneys; LECG employees		Emails and/or other communications	Communications to/from Skadden and LECG re Special Committee investigation
54.	10/18/06-10/29/06	Timothy Miller*		Presentation	Powerpoint presentations to PWC re Special Committee investigation
55.	10/12/06	Timothy Miller*		Presentation	Powerpoint presentation to SEC/USAO re Special Committee investigation
56.	9/27/06-10/13/06	Lisa Chen*; Elizabeth Harlan*; Richard Marmaro*; Timothy Miller*; Ryan Weinstein*; Lanelle Meidan*		Presentation	Powerpoint presentation and draft presentations to Board of Directors of KLA-Tencor re Special Committee investigation
57.	10/12/06	Joe Anastasi (LECG); Steve Daughters (LECG); Timothy Miller*		Presentation	Powerpoint presentations by LECG re Special Committee investigation
58.	5/1/06-12/11/07	Skadden attorneys		Billing Records	Time detail ⁵ (descriptions of legal work performed redacted)

⁵ Documents will be produced subject to redaction of privileged or work product information.

Exhibit Number	Author(s) or Recipient(s)	Document Type	Description
59.	Skadden attorneys	Metadata	Metadata for final memoranda of Special Committee witness interviews ⁶ (descriptions of legal work performed not included)
60.	Skadden attorneys	Calendars	Calendars ⁷ (descriptions of nonresponsive, privileged or work product entries redacted)

⁶ Documents will be produced subject to redaction of privileged or work product information.

⁷ Documents will be produced subject to redaction of privileged or work product information.

Exhibit 13

Third Party Elizabeth Harlan's Privilege Log

SEC v. Schroeder, Case No. C 07-3798 (JW)

CATEGORY I: DOCUMENTS WITHHELD ON THE BASIS OF THE ATTORNEY-CLIENT PRIVILEGE AND/OR WORK PRODUCT DOCTRINE

	Date	Author/Sender	Recipient	Copyee	Description of Document	Privilege Designation
1.	9/14/98	Sharon Orlando	Joy Nyberg	Mark Nordstrom; Lisa Berry ¹ ; Leslie Wilson; Karen Rogers	Email chain seeking legal advice from counsel (Ex. 13 to Memo re August 18, 2006, Interview of Jon Tompkins)	AC
2.	10/27/98	Kenneth Levy	Dean Morton		(Memo) KLA-Tencor Memorandum (summarizing legal advice of counsel) (Ex. 6 to Memo re September 21, 2006, Meeting with Dean Morton)	AC
3.	9/19/00	Lisa Berry*			KLA-Tencor Corporation Document Retention Policy (Ex. 14 to Memo re August 4, 2006, Interview of Stuart Nichols*)	AC, WP
4.	10/9/00	Stuart Nichols*	Maureen Lamb		Email chain re Board presentation seeking and providing legal advice (Ex. 1 to Memo re July 21, 2006, Interview of Maureen Lamb)	AC
5.	10/27/00	Stuart Nichols*	Joy Nyberg		Email re option strategies, seeking and providing legal advice (Ex. 7 to Memo re September 21, 2006, Interview of Dean Morton)	AC
6.	11/8/00	Stuart Nichols*			Draft minutes of Compensation Committee meeting	AC

¹ The symbol * denotes an attorney.

	Date	Author/Sender	Recipient	Copyee	Description of Document	Privilege Designation
7.	3/13/01	Stuart Nichols*	Maureen Lamb; Joy Nyberg		Email chain re stock options approval, seeking information in order to provide legal advice and providing legal advice (Ex. 6 to Memo re August 4, 2006, Interview of Stuart Nichols*)	AC
8.	3/13/01	Stuart Nichols*	Maureen Lamb, Joy Nyberg		Email chain re stock option approval, seeking information in order to provide legal advice and providing legal advice (Ex. 2 to Memo re July 21, 2006, Interview of Maureen Lamb)	AC
9.	3/13/01	Stuart Nichols*	Maureen Lamb; Joy Nyberg		Email chain re stock option approval, seeking information in order to provide legal advice and providing legal advice (Ex. 1 to Memo re July 28, 2006, Interview of Stuart Nichols)	AC
10.	3/14/01	Bret DiMarco* (WSGR)	Roger Stern* (WSGR); Stuart Nichols*		Email chain providing legal advice regarding stock option pricing (Ex. 1 to Memo re September 18, 2006, Interview of Stuart Nichols*)	AC
11.	3/14/01	Bret DiMarco*	Roger Stern*, Stuart Nichols*		Email chain providing legal advice regarding stock option pricing (Ex. 1 to Memo re September 18, 2006, interview of Maureen Lamb)	AC
12.	3/22/01	Stuart Nichols*	Maureen Lamb		Email chain re stock option pricing, seeking information in order to provide legal advice (Ex. 8 to Memo re August 4, 2006, Interview of Stuart Nichols*)	AC
13.	3/22/01	Stuart Nichols*	Maureen Lamb		Email chain seeking information in order to provide legal advice re stock option pricing (Ex. 3 to Memo re July 21, 2006, Interview of Maureen Lamb)	AC
14.	3/22/01	Stuart Nichols*	Maureen Lamb		Email chain seeking information in order to provide legal advice re stock option pricing (Ex. 4 to Memo re July 28, 2006, Interview of Stuart Nichols)	AC

	Date	Author/Sender	Recipient	Copyee	Description of Document	Privilege Designation
15.	3/22/01	Stuart Nichols*	John Kispert		Email chain seeking information in order to provide legal advice re stock option pricing (Ex. 5 to Memo re July 28, 2006, Interview of Stuart Nichols)	AC
16.	3/22/01	Roger Stern*	Stuart Nichols*; Bret DiMarco*		Email chain seeking and providing legal advice re stock option pricing (Ex. 6 to Memo re July 28, 2006, Interview of Stuart Nichols)	AC
17.	5/16/01	Stuart Nichols*	Tom Coffey	Joy Nyberg	Email chain re letter for Board, providing legal advice (Ex. 15 to Memo re August 4, 2006, Interview of Stuart Nichols*)	AC
18.	10/24/01	Joy Nyberg	Lars Samson	Wendy Harrison	Email chain forwarding request for legal advice re Compensation Committee (includes request for legal advice and summarizes advice of counsel) (Ex. 1 to Memo re September 22, 2006, Interview of Joy Nyberg)	AC
19.					Email chain forwarding request for legal advice re Compensation Committee (includes request for legal advice and summarizes advice of counsel) (Ex. 34 to Memo re August 31, 2006, Interview of Gary Dickerson)	AC
20.	9/1/02	Stuart Nichols*	John Kispert		Email chain re stock options, providing legal advice (Ex. 9 to Memo re August 4, 2006, Interview of Stuart Nichols*)	AC
21.	11/19/03	Stuart Nichols*	Maureen Lamb; Joy Nyberg	John Kispert	Email chain re Compensation Committee, providing legal advice (Ex. 11 to Memo re August 4, 2006, Interview of Stuart Nichols*)	AC
22.	8/2/04	Stuart Nichols*	Tracy Laboy		Email chain summarizing legal advice (Ex. 5 to Memo re August 4, 2006, Interview of Stuart Nichols*)	AC

	Date	Author/Sender	Recipient	Copyee	Description of Document	Privilege Designation
23.	9/21/04	Kim Jackson*			(Draft) Action by Unanimous Written Consent of the Compensation Committee of the Board of Directors of KLA-Tencor Corporation, prepared by counsel (a Delaware Corporation) (Ex. 5 to Memo re September 8, 2006, Interview of Michael Marks)	AC
24.	2/17/05	Peter S. Presunka	Stuart Nichols*	Julie Little; Kathryn Cross	Email chain seeking legal advice (Ex. 12 to Memo re August 4, 2006, Interview of Stuart Nichols*)	AC
25.	8/16/05	Tracy Laboy	Kathryn Cross; Lars Samson; Virendra Kirloskar; J.C. Berger; Loann Campbell	Jeff Hall; Stuart Nichols*	Email chain re option grant process (seeking legal advice) (Ex. 2 to Memo re August 22, 2006, Interview of Virendra Kirloskar)	AC
26.	9/9/05	Tracy Laboy	Stuart Nichols*, Virendra Kirloskar; Kathryn Cross	J.C. Berger; Lars Samson; Loann Campbell; Jennifer Lacey	Email chain re option grant process, seeking legal advice (Ex. 3 to Memo re August 22, 2006, Interview of Virendra Kirloskar)	AC
27.	9/26/05	Stuart Nichols*	Bret DiMarco*		Email chain re option grant process, seeking legal advice (Ex. 4 to Memo re August 22, 2006, Interview of Virendra Kirloskar)	AC
28.	9/26/05	Stuart Nichols*	Bob Bond		Email chain re Compensation Committee meeting, seeking information in order to provide legal advice (Ex. 2 to Memo re September 8, 2006, Interview of Michael Marks)	AC
29.	11/8/05	Stuart Nichols*	Jeff Hall, John Kispert	Roger Stern*	Email chain re agreement status, seeking and summarizing legal advice (Ex. 6 to Memo re September 8, 2006, Interview of Michael Marks)	AC
30.	5/24/06	Stuart Nichols*	Bret DiMarco*		Email chain re stock option pricing, seeking and providing legal advice (Ex. 2 to Memo re August 3, 2006, Interview of Bret DiMarco*)	AC/WP

	Date	Author/Sender	Recipient	Copyee	Description of Document	Privilege Designation
31.	6/19/06	Galen Bellamy* (formerly of Skadden)	Elizabeth Harlan* (Skadden)		Skadden email forwarding email chain between Stuart Nichols*, Roger Stern*, and Bret DiMarco* re Stock Option Pricing, seeking and providing legal advice (Ex. 8 to Memo re August 3, 2006, interview of Roger Stern*)	AC
32.	6/23/06	Galen Bellamy*			(Outline) KLA: Summary of Process Discussed at 6/23/06 Meeting with LECG	WP
33.	(7/11/06)	Elizabeth Harlan*			Handwritten notes re interviews of Gary Omura and Mike Kahn	AC/WP
34.	7/12/06	Jason Robman (LECG)	Elizabeth Harlan*	Scott Lane (Skadden); Jeffrey Wang (LECG); Stephen Daughters (LECG)	Email chain discussing Special Committee investigation strategy (<i>contains handwritten notes of counsel</i>)	WP
35.	7/12/06	Jeffrey Wang	Elizabeth Harlan*	J. Robman; Stephen Daughters; Scott Lane	Email chain re Joy Nyberg, discussing Special Committee investigation strategy	WP
36.	7/13/06	Elizabeth Harlan*	KLA-Tencor File		Draft memo re July 11, 2006, Interview of Gary Omura (<i>contains handwritten notes of counsel</i>)	AC/WP
37.	7/20/06	Elizabeth Harlan*	KLA-Tencor File		Draft memo re July 11, 2006, Interview of Michael Kahn (<i>contains handwritten notes of counsel</i>)	AC/WP
38.	(7/21/06)	Elizabeth Harlan*			Handwritten notes re interview of Michelle Foote	AC/WP
39.	(7/21/06)	Elizabeth Harlan*			Handwritten notes re interview of Maureen Lamb	AC/WP
40.	7/24/06	Elizabeth Harlan*	KLA-Tencor File		Draft memo re July 21, 2006, Interview of Maureen Lamb (<i>contains handwritten notes of counsel</i>)	AC/WP
41.	7/24/06	Elizabeth Harlan*	KLA-Tencor File		Draft memo re July 21, 2006, Interview of Michelle Foote (<i>contains handwritten notes of counsel</i>)	AC/WP
42.	7/27/06	Kris Haworth (LECG)	Jason Robman	Elizabeth Harlan*; Galen Bellamy*	Email chain discussing Special Committee investigation strategy	WP

	Date	Author/Sender	Recipient	Copyee	Description of Document	Privilege Designation
43.	7/27/06	Jack DiCanio* (Skadden)	Elizabeth Harlan*		(Fax) Draft memo re July 21, 2006, Interview of Maureen Lamb (contains handwritten notes of counsel)	AC/WP
44.	(7/28/06)	Elizabeth Harlan*			Handwritten notes re Stuart Nichols interview	AC/WP
45.	7/31/06	Stephen Daughters	Elizabeth Harlan*	Timothy Miller* (Skadden); J. Anastasi (LECG)	Email discussing Special Committee investigation strategy (contains handwritten notes of counsel)	WP
46.	7/31/06	Jack DiCanio*	Elizabeth Harlan*		(Fax) Draft memo re July 21, 2006 Interview of Michelle Foote (contains handwritten notes of counsel)	AC/WP
47.	(8/3/06 – 8/4/06)	Elizabeth Harlan*			Handwritten notes re interviews of Roger Stern, Bret DiMarco, and Stuart Nichols (second interview)	AC/WP
48.	(8/4/06)	Elizabeth Harlan*			Handwritten notes re second interview of Stuart Nichols* (continued)	AC/WP
49.	8/6/06	Elizabeth Harlan*	KLA-Tencor File		Draft memo re August 4, 2006, Interview of Stuart Nichols* (contains handwritten notes of counsel)	AC/WP
50.	8/13/06	Jack DiCanio*	Elizabeth Harlan*		(Fax) Draft memo re August 4, 2006, Interview of Stuart Nichols* (contains handwritten notes of counsel)	AC/WP
51.	8/13/06	Jack DiCanio*	Elizabeth Harlan*		(Fax) Draft memo re August 3, 2006, Interview of Bret DiMarco* (contains handwritten notes of counsel)	AC/WP
52.	8/13/06	Jack DiCanio*	Elizabeth Harlan*		(Fax) Draft memo re August 3, 2006, Interview of Roger Stern* (contains handwritten notes of counsel)	AC/WP
53.	(8/18/06)	Elizabeth Harlan*			Handwritten notes re interview of Jon Tompkins	AC/WP
54.	8/19/06	Jack DiCanio*	Elizabeth Harlan*		(Fax) Draft memo re July 28, 2006, Interview of Stuart Nichols* (contains handwritten notes of counsel)	AC/WP
55.	8/20/06	Sheryl Wu* (Skadden)	KLA-Tencor File		Draft memo re August 17, 2006 Meeting with JC Berger	AC/WP
56.	8/22/06	Elizabeth Harlan*	KLA-Tencor File		Draft memo re August 18, 2006, Interview of Jon Tompkins (contains handwritten notes of counsel)	AC/WP

	Date	Author/Sender	Recipient	Copyee	Description of Document	Privilege Designation
57.	8/22/06	Elizabeth Harlan*	KLA-Tencor File		Draft memo re August 22, 2006, Interview of Virendra Kirloskar <i>(contains handwritten notes of counsel)</i>	AC/WP
58.	(8/22/06)	Elizabeth Harlan*			Handwritten notes re interview of Virendra Kirloskar	AC/WP
59.	8/24/06	Jack DiCanio*	Elizabeth Harlan*		(Fax) Draft memo re August 18, 2006, Interview of Jon Tompkins <i>(contains handwritten notes of counsel)</i>	AC/WP
60.	8/29/06	Stephen Daughters	Elizabeth Harlan*	J. Anastasi (LECG)	Email chain discussing Special Committee investigation strategy <i>(contains handwritten notes of counsel)</i>	WP
61.	9/06	Elizabeth Harlan*; Jack DiCanio*	Elizabeth Harlan*		Draft memo re September 1, 2006, Interview of Ken Schroeder <i>(contains handwritten notes of counsel)</i>	AC/WP
62.	9/06	Elizabeth Harlan*			Draft memo re September 1, 2006, Interview of Ken Schroeder	AC/WP
63.	9/06	Elizabeth Harlan*	Jack DiCanio		Draft memo re September 1, 2006, Interview of Ken Schroeder <i>(contains handwritten notes of counsel)</i>	AC/WP
64.	9/1/06	Elizabeth Harlan*	Steve Kaufman; Ray Bingham	Skadden attorneys: Richard Marmaro*; Jack DiCanio*; Timothy Miller*; Sheryl Wu*; Lanelle Meidan*; Jonah Van Zandt*; Galen Bellamy*	Email regarding interview of Ken Schroeder, summarizing observations and mental impressions of counsel	AC/WP
65.	9/1/06	Elizabeth Harlan*			Handwritten notes re interview of Ken Schroeder	AC/WP
66.	9/10/06	Elizabeth Harlan*; Jack DiCanio*	Elizabeth Harlan*		(Fax) Excerpts of draft memo re September 1, 2006, Interview of Ken Schroeder; with handwritten notes of Jack DiCanio	AC/WP
67.	(9/14/06)	Elizabeth Harlan*			Handwritten notes re interview of Leo Chamberlain	AC/WP
68.	9/14/06	Jonah Van Zandt*	KLA-Tencor File		Draft memo re August 1, 2006, Interview of Steve Bertran	AC/WP

	Date	Author/Sender	Recipient	Copyee	Description of Document	Privilege Designation
69.	9/16/06	Elizabeth Harlan*	KL A-Tencor File		Draft memo re September 14, 2006, Interview of Leo Chamberlain (<i>contains handwritten notes of counsel</i>)	AC/WP
70.	9/19/06	Elizabeth Harlan*	KL A-Tencor File		Draft memo re September 18, 2006, Interview of Stuart Nichols* (<i>contains handwritten notes of counsel</i>)	AC/WP
71.	9/20/06	Elizabeth Harlan*	KL A-Tencor File		Draft memo re August 18, 2006, Interview of Jon Tompkins (<i>contains handwritten notes of counsel</i>)	AC/WP
72.	9/20/06	Elizabeth Harlan*	KL A-Tencor File		Draft memo re July 21, 2006, Interview of Maureen Lamb (<i>contains handwritten notes of counsel</i>)	AC/WP
73.	9/21/06	Elizabeth Harlan*	KL A-Tencor File		Draft memo re July 28, 2006, Interview of Stuart Nichols* (<i>contains handwritten notes of counsel</i>)	AC/WP
74.	(9/21/06)	Elizabeth Harlan*			Handwritten notes re second interview of Kenneth Levy	AC/WP
75.	(9/22/06)	Elizabeth Harlan*			Handwritten notes re interview of Gary Dickerson	AC/WP
76.	(9/22/06)	Elizabeth Harlan*			Handwritten notes re interview of Joy Nyberg	AC/WP
77.	(9/26/06)	Elizabeth Harlan*			Handwritten notes re interviews of Kathryn Cross (third interview) and Carol Skebe	AC/WP
78.	9/28/06	Elizabeth Harlan*	KL A-Tencor File		Draft memo re September 22, 2006, Interview of Joy Nyberg (<i>contains handwritten notes of counsel</i>)	AC/WP
79.	10/5/06	Elizabeth Harlan*	KL A-Tencor File		Draft memo re September 22, 2006, Interview of Joy Nyberg (<i>contains handwritten notes of counsel</i>)	AC/WP
80.	10/6/06	Elizabeth Harlan*	KL A-Tencor File		Draft memo re September 21, 2006, Interview of Ken Levy (<i>contains handwritten notes of counsel</i>)	AC/WP
81.	10/7/06	Elizabeth Harlan*	KL A-Tencor File		Draft memo re September 21, 2006, Interview of Ken Levy (<i>contains handwritten notes of counsel</i>)	AC/WP

	Date	Author/Sender	Recipient	Copyee	Description of Document	Privilege Designation
82.	10/7/06	Timothy Miller*	Elizabeth Harlan*		(Fax) Draft memo re September 15, 2006, Interview of Cynthia Mangan (<i>contains handwritten notes of counsel</i>)	AC/WP
83.	10/7/06	Timothy Miller*	Elizabeth Harlan*		(Fax) Draft memo re September 26, 2006, Interview of Carol Skebe (<i>contains handwritten notes of counsel</i>)	AC/WP
84.	10/7/06	Elizabeth Harlan*	KL/A-Tencor File		Draft memo re September 1, 2006, Interview of Ken Schroeder	AC/WP
85.	10/8/06	Jack DiCanio*	Elizabeth Harlan*		(Fax) Draft memo re September 18, 2006, Interview of Maureen Lamb (<i>contains handwritten notes of counsel</i>)	AC/WP
86.	07/06-10/06	Elizabeth Harlan, other Skadden attorneys			Metadata for memoranda of witness interviews prepared, commented on, or edited by Elizabeth Harlan	WP

CATEGORY II: ATTORNEY-CLIENT PRIVILEGED OR WORK PRODUCT DOCUMENTS THAT HARLAN WILL PRODUCE SUBJECT TO THE ENTRY OF AN APPROPRIATE CONFIDENTIALITY ORDER

87.	Undated	Lisa Berry*				Memorandum re Stock Option Committee Procedures (Ex. 18 to Memo re Sept. 1, 2006 interview of Ken Schroeder)*	AC
88.	10/13/97	Lisa Berry*	Ken Levy; Jon Tompkins; Ken Schroeder	Bob Boehlke		Memo re option granting process (Ex. 6 to Memo re September 1, 2006, interview of Ken Schroeder)*	AC
89.	10/13/97	Lisa Berry*	Ken Levy; Jon Tompkins; Ken Schroeder	Bob Boehlke; Art Schnitzer		Memo re option granting process (Ex. 5 to Memo re September 1, 2006, interview of Ken Schroeder)	AC
90.	11/6/98	Leslie Wilson	Ken Levy	Joy Nyberg; Lisa Berry*		Email chain regarding employee stock ownership, seeking legal advice (Ex. 22 to Memo re Sept. 1, 2006 interview of Ken Schroeder)	AC
91.	12/4/98	Joy Nyberg	Lisa Berry*	Mark Nordstrom; Sharon Orlando; Leslie Wilson		Email chain seeking and providing legal advice regarding option pricing	AC
92.	6/30/99	Lisa Berry*	Leslie Wilson; Joy Nyberg			Email forwarding 6/22/99 message re stock option process from Mike Kahn to Lisa Berry (Ex. 29 to Memo re Sept. 1, 2006 interview of Ken Schroeder)	AC/WP
93.	3/13/01	Stuart Nichols*	Roger Stern*, Bret DiMarco*			Email seeking legal advice re stock option pricing and grant process (Ex. 31 to Memo re Sept. 1, 2006 interview of Ken Schroeder)*	AC
94.	3/14/01	Bret DiMarco*	Stuart Nichols*			Email chain re revisions to memorandum re stock option process (Ex. 34 to Memo re Sept. 1, 2006 interview of Ken Schroeder)*	AC

* An exact duplicate of this exhibit is attached to other interview memos.

95.	3/19/01	Stuart Nichols*	Ken Schroeder	Maureen Lamb, John Kispert; Joy Nyberg	Memo re "Stock Option Pricing" (Ex. 32 to Memo re Sept. 1, 2006 interview of Ken Schroeder) [#]	AC
96.	3/22/01	Stuart Nichols*	Roger Stern*, Bret DiMarco*		Email seeking legal advice re stock option pricing and grant process (Ex. 33 to Memo re Sept. 1, 2006 interview of Ken Schroeder)	AC
97.	11/19/03	Maureen Lamb	Ken Schroeder; John Kispert	Stuart Nichols*; Dean Lindholm; Joy Nyberg	Memorandum re Sarbanes-Oxley and corporate governance issues [#]	AC
98.	7/11/06	Elizabeth Harlan*	KLA-Tencor File		Final memo [#] re July 11, 2006, Interview of Gary Omura	AC/WP
99.	7/17/06	Elizabeth Harlan*	KLA-Tencor Files		Final memo re July 11, 2006, Interview of Michael Kahn	AC/WP
100.	7/21/06	Elizabeth Harlan*	KLA-Tencor File		Final memo re July 21, 2006, Interview of Maureen Lamb	AC/WP
101.	7/24/06	Elizabeth Harlan*	KLA-Tencor File		Final memo re July 21, 2006, Interview of Michelle Foote	AC/WP
102.	7/29/06	Elizabeth Harlan*	KLA-Tencor File		Final memo re July 28, 2006, Interview of Stuart Nichols*	AC/WP
103.	8/4/06	Elizabeth Harlan*	KLA-Tencor File		Final memo re August 3, 2006, Interview of Roger Stern*	AC/WP
104.	8/6/06	Elizabeth Harlan*	KLA-Tencor File		Final memo re August 4, 2006, Interview of Stuart Nichols*	AC/WP
105.	8/6/06	Elizabeth Harlan*	KLA-Tencor File		Final memo re August 3, 2006, Interview of Bret DiMarco*	AC/WP
106.	8/20/06	Sheryl Wu*	KLA-Tencor File		Final Memo of August 17, 2006 Interview of JC Berger	AC/WP
107.	8/20/06	Sheryl Wu*	KLA-Tencor File		Final memo re August 17, 2006, Meeting with Sonal Vashimpayan	AC/WP
108.	8/22/06	Elizabeth Harlan*	KLA-Tencor File		Final memo re August 22, 2006, Interview of Virendra Kirloskar	AC/WP
109.	8/31/06	Cale Keable*	KLA-Tencor File		Final memo re August 31, 2006, Interview of Gary Dickerson	AC/WP

[#] An exact duplicate of this exhibit is attached to other interview memos.

² "Final Memo" means that this memo is identical to the interview memo that KLA-Tencor Corporation ("KLA") produced to the SEC pursuant to the KLA-SEC Confidentiality Agreement, dated October 12, 2006.

110.	9/3/06	Jonah S. Van Zandt*	KLA-Tencor File		Final memo re August 1, 2006, Interview of Virginia Eslabon	AC/WP
111.	9/14/06	Jonah S. Van Zandt*	KLA-Tencor File		Final memo re August 1, 2006 Interview of Steve Bertran	AC/WP
112.	9/16/06	Elizabeth Harlan*	KLA-Tencor File		Final memo re September 14, 2006, Interview of Leo Chamberlain	AC/WP
113.	9/16/06	Elizabeth Harlan*	KLA-Tencor File		Final memo re September 15, 2006, Interview of Cynthia Mangan	AC/WP
114.	9/19/06	Lanelle Meidan*	KLA-Tencor File		Final memo re September 8, 2006, Interview of Michael Marks	AC/WP
115.	9/19/06	Elizabeth Harlan*	KLA-Tencor File		Final memo re September 18, 2006, Interview of Stuart Nichols*	AC/WP
116.	9/20/06	Elizabeth Harlan*	KLA-Tencor File		Final memo re August 18, 2006, Interview of Jon Tompkins	AC/WP
117.	9/28/06	Elizabeth Harlan*	KLA-Tencor File		Final memo re September 22, 2006, Interview of Joy Nyberg	AC/WP
118.	10/5/06	Elizabeth Harlan*	KLA-Tencor File		Final memo re September 22, 2006, Interview of Gary Dickerson	AC/WP
119.	10/5/06	Sheryl Wu*	KLA-Tencor File		Final memo re September 21, 2006, Meeting with Dean Morton	AC/WP
120.	10/6/06	Elizabeth Harlan*	KLA-Tencor File		Final memo re September 26, 2006, Interview of Kathryn Cross	AC/WP
121.	10/6/06	Elizabeth Harlan*	KLA-Tencor File		Final memo re September 26, 2006, Interview of Carol Skebe	AC/WP
122.	10/7/06	Elizabeth Harlan*	KLA-Tencor File		Final memo re September 18, 2006, Interview of Maureen Lamb	AC/WP
123.	10/7/06	Elizabeth Harlan*	KLA-Tencor File		Final memo re September 21, 2006, Interview of Ken Levy	AC/WP
124.	10/7/06	Elizabeth Harlan*	KLA-Tencor File		Final memo re September 1, 2006, Interview of Ken Schroeder (with all attachments)	AC/WP
125.	6/19/06 – 11/7/07	Elizabeth Harlan*			(Billing Records) Time Detail (descriptions of legal work performed redacted)	AC/WP
126.	06/06-09/06	Elizabeth Harlan*			(Calendars) (descriptions of nonresponsive entries redacted)	Privacy

Exhibit 14

Morgan, Lewis & Bockius LLP
One Market, Spear Street Tower
San Francisco, CA 94105-1126
Tel. 415.442.1000
Fax: 415.442.1001
www.morganlewis.com

Morgan Lewis
COUNSELORS AT LAW

Joseph E. Fioren
Partner
415.442.1391
jfioren@morganlewis.com

January 24, 2008

VIA EMAIL AND FIRST CLASS MAIL

Shirli Fabbri Weiss, Esq.
DLA Piper US LLP
401 B Street, Suite 1700
San Diego, CA 92101

Re: SEC v. Schroeder

Dear Shirli:

This responds to your "meet and confer" correspondence dated January 8, 2008 and summarizes KLA-Tencor Corporation's ("KLA's") position as set forth in our follow-up communications concerning KLA's response to Kenneth Schroeder's third party subpoena in the above action. Additionally, this confirms our response, of which we previously advised you by telephone, to your email indicating your intention to file a motion to compel on behalf of Mr. Schroeder in this action and your request that we stipulate to your filing a single joint motion against both KLA and the Skadden Arps law firm ("Skadden") as opposed to two separate motions. Though we believe such a motion would be premature and misguided for the reasons set forth below and in our previous discussions and correspondence, we are willing to enter into an appropriate stipulation regarding combined briefing and page limit relief.

KLA, a third party to this action, has made significant efforts to respond to Mr. Schroeder's far-reaching sixty requests for production. KLA has produced in excess of 6,000 documents on top of the more than 75,000 KLA documents, all of which are responsive to one or more requests, that Mr. Schroeder received from the SEC in its initial disclosure in this action, a fact you neglected to share with KLA and a fact you inappropriately continue to minimize.

The KLA documents Mr. Schroeder already received represent the product of an extensive, many-months-long company-wide internal investigation covering the same issues involved in your client's current litigation with the SEC. As noted in your January 8 letter, KLA cooperated to the fullest extent with the SEC, resulting in a comprehensive production of relevant

Shirli Fabbri Weiss, Esq.
January 24, 2008
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Morgan Lewis
C O U N S E L O R S A T L A W

documents to the SEC, *all* of which we understand Mr. Schroeder now has in his possession. Despite the fact that your client already possesses these documents, Mr. Schroeder suggests that KLA should withdraw its objections relating to any documents it produced to the SEC and *re-produce* all of these documents to your client, purportedly because of a speculation that the SEC's initial disclosures to Mr. Schroeder may not be precisely co-extensive with KLA's production of documents to the SEC. KLA previously offered, as noted in my December 14, 2007 letter, to work with you and take appropriate steps to provide Mr. Schroeder with further confirmation that the documents he already has are, indeed, all of the responsive KLA documents; your correspondence has ignored that offer. That offer still stands. Otherwise, we do not believe good cause exists to require the parties to litigate and the court to consider whether KLA should be compelled to produce documents to Mr. Schroeder that Mr. Schroeder already possesses. In the highly unlikely event KLA has responsive non-privileged documents concerning its historical options grants that Mr. Schroeder does not already possess, we will promptly produce such documents upon Mr. Schroeder's consent to an appropriate protective order to safeguard the confidentiality of those materials (as discussed further below).

With regard to materials protected by the work product doctrine and/or attorney-client privileges, as you know and as we have discussed with you on numerous occasions, KLA provided protected material to the SEC under an express confidentiality agreement that production did not waive applicable privileges. Based on the circumstances of the SEC investigation, under the common-interest exception to waiver doctrine and caselaw recognizing a "selective waiver," including *In re McKesson HBOC, Inc. Sec. Litig.*, 2005 WL 934331 (N.D. Cal. Mar. 31, 2005), KLA has not intended to waive any privileges and has vigorously intended to preserve the privilege as to Mr. Schroeder and others who are adverse to the Company. Mr. Schroeder's claim that those privileges have been waived is incorrect.

Notwithstanding the parties' disagreement on privilege waiver issues, KLA has taken additional steps in its good faith effort to avoid dispute with Mr. Schroeder over privilege issues. KLA proposed that Mr. Schroeder consent to a non-waiver provision in a protective order, which would allow KLA to provide Mr. Schroeder with copies of certain attorney-client and/or work product privileged materials – items to which he had access within the privilege when he was a KLA employee – without such production now being deemed a waiver of any privilege. Mr. Schroeder would not consent, clearly trying to force a fight on privilege issues even at the expense of obtaining documents.

With respect to Mr. Schroeder's remaining requests for production, we have explained that Mr. Schroeder no doubt already has the vast majority of the documents that could possibly be relevant in his case with the SEC. Your letter does not quibble with this. Nor has Mr. Schroeder cited a single document request among the 60 largely redundant demands for which he has not received responsive KLA documents, either from KLA directly or by way of the SEC. When

Shirli Fabbri Weiss, Esq.
January 24, 2008
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Morgan Lewis
C O U N S E L O R S A T L A W

one sifts through Mr. Schroeder's categorical unspecified accusations of KLA violating the subpoena and waiving the attorney-client privilege, your letter comes down to requests for the following documents:

- Power point presentations and other summaries, particularly those that reflected the Special Committee's findings in its own investigation of KLA's historical options grants, made to the SEC that KLA did not physically left with the SEC.
- Document productions previously made to the Department of Justice, the NASDAQ, KLA's auditors, and the press.¹
- Documents regarding the Special Litigation Committee that KLA created to determine whether the Company should pursue claims against your client and others in relation to the shareholder derivative litigation in which Mr. Schroeder is a defendant.²

As we have made clear from the beginning, KLA will consider the production of further documents provided that Mr. Schroeder and KLA can agree on the terms of an appropriate protective order ultimately to be entered by the court. The documents Mr. Schroeder seeks are of a confidential and proprietary nature, including private and confidential personnel, compensation, and salary information of KLA officers and employees, as well as material non-public information related to the details of the Company's restatement, financial accounting judgments applied, and personnel actions taken in connection therewith. Your letter ignores our request for a protective order, a perfectly reasonable request of a third party in matters such as this, and you have indicated that Mr. Schroeder will not consent to any broad confidentiality protective order and will instead insist upon a document-by-document designation – even though there are well over 80,000 documents at issue – limited to materials that are actually trade secrets or protected by third party privacy rights. As noted, KLA's confidentiality interests extend beyond trade secrets and privacy rights, and there is no appropriate purpose to be served by an unduly narrow protective order and burdensome designation process in this case.

Mr. Schroeder's unwillingness to stipulate to a reasonable confidentiality order betrays the real reason for his overreaching subpoena. Matters such as the Special Committee investigation and

¹ With regard to stock-option related documents supposedly provided to the press by KLA, I have previously advised you that KLA believes it has no such documents.

² We have previously advised you that all such Special Litigation Committee materials are absolutely privileged, and obviously so, and that any use of the subpoena process in this action to invade the privileges of Mr. Schroeder's adversary's counsel in other litigation would be obviously improper. We are not aware of any disagreement with you on this point.

Shirli Fabbri Weiss, Esq.
January 24, 2008
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C O U N S E L O R S A T L A W

KLA's statements to the press have no relevance to the claims or defenses in this case and marginal, if any, potential discovery relevance. Rather, Mr. Schroeder plainly wants these documents for his collateral litigation against the Company – in order to help him build his threatened case against the KLA for breach of contract, defamation, and other torts, and to aid his attempts to undermine the determinations of KLA's Special Litigation Committee in the shareholder derivative litigation – all matters in which Mr. Schroeder has no right to discovery at present. Those other litigation matters and Mr. Schroeder's plan to sue KLA do not provide a proper basis for him to seek discovery from KLA in this action. Under the circumstances, his subpoena is nothing less than harassment.

Finally, with regard your comments about KLA's privilege log and its claims of privilege with respect to the documents listed on the log, we fail to understand why Mr. Schroeder requires a more detailed privilege log than the one provided, and believe that further effort on this score would only create burdensome, expensive, and wholly unnecessary work for KLA.³ The purpose of a privilege log is to provide a party *that does not possess the privileged documents themselves* with enough information about the documents to enable that party to challenge assertions of privilege that do not appear to be warranted. Here, Mr. Schroeder, KLA's former CEO, saw most of the privileged documents at issue during his employment and now has copies of all of them because the SEC provided them to him. Every document in the Bates range KT ACWP 00000001 - KT ACWP 00005220 is labeled "F.O.I.A. Confidential Treatment Requested," "Attorney/Client Privilege," and "Work Product Privilege." We understand that Mr. Schroeder has *all* of these documents. Given that, he does not need a log to assist him in asserting any privilege challenge that he deems warranted. Particularly given that your client already has the core documents at issue, there appears to be little purpose in further debating the merits of our respective positions at this stage. However, if you believe that there is authority supporting your position that a more detailed privilege log is required under these circumstances, we are prepared to consider it.

³ We do not understand Mr. Schroeder's demand for a privilege log to encompass documents sent or received by counsel to the Company in connection with its representation of the Company following the commencement of the Special Committee investigation and through the presently ongoing litigation and negotiations with your client; such matters are obviously privileged and it is not customary for privilege log demands to encompass documents created in connection with the dispute at issue, as opposed to historical documents.

Shirli Fabbri Weiss, Esq.
January 24, 2008
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C O U N S E L O R S A T L A W

Let me reiterate KLA's desire to work with Mr. Schroeder to avoid needless dispute on these issues. If Mr. Schroeder reconsiders his position on a protective order, KLA will be in a position to produce additional documents. I look forward to discussing these issues with you further in an effort to narrow, if not eliminate entirely, the issues on which we are in disagreement.

Very truly yours,

/s/
Joseph E. Floren
1-SF76554182

Exhibit 15

SHIRLI F. WEISS, Bar No. 79225
shirli.weiss@dlapiper.com
DAVID A. PRIEBE, Bar No. 148679
david.priebe@dlapiper.com
JEFFREY B. COOPERSMITH
(Admitted *pro hac vice*)
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DLA PIPER US LLP
400 Capitol Mall, Suite 2400
Sacramento, CA 95814-4428
Tel: 916.930.3200
Fax: 916.930.3201

Attorneys for Defendant
Kenneth L. Schroeder

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

KENNETH L. SCHROEDER,

Defendant.

Case No. C-07-3798-JW

**NOTICE OF SUBPOENA FOR RECORDS
TO SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP**

1 **TO ALL PARTIES AND TO THEIR ATTORNEY OF RECORD:**

2 PLEASE TAKE NOTICE that pursuant to Rule 45 of the Federal Rules of Civil
3 Procedure, Defendant Kenneth L. Schroeder ("Defendant"), by his attorneys, demands that
4 Skadden, Arps, Slate, Meagher & Flom LLP respond to the demands for production of documents
5 and things identified in Attachment A to the attached subpoena by producing the requested
6 documents on or before November 27, 2007, at 9:00 a.m. at the offices of DLA Piper US LLP,
7 located at 2000 University Avenue, East Palo Alto, CA 94303-2214; Telephone: (650) 833-2000.
8

9 Dated: November 12, 2007

DLA PIPER US LLP

10
11 By 

SHIRLI F. WEISS
DAVID A. PRIEBE
JEFFREY B. COOPERSMITH

12
13 Attorneys for Defendant
14 Kenneth L. Schroeder

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AO88 (Rev. 12/06) Subpoena in a Civil Case

Issued by the
UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA

SECURITIES AND EXCHANGE COMMISSION

SUBPOENA IN A CIVIL CASE

V.

KENNETH L. SCHROEDER

Case Number:¹ C-07-3798-JW

TO: Custodian of Records: Skadden, Arps, Slate, Meagher & Flom, LLP, Four Embarcadero Center, Suite 3800, San Francisco, CA 94111; (415) 984-6400

☐ YOU ARE COMMANDED to appear in the United States District court at the place, date, and time specified below to testify in the above case.

PLACE OF TESTIMONY	COURTROOM
	DATE AND TIME

☐ YOU ARE COMMANDED to appear at the place, date, and time specified below to testify at the taking of a deposition in the above case.

PLACE OF DEPOSITION	DATE AND TIME
---------------------	---------------

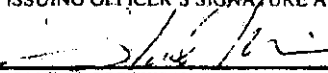
☒ YOU ARE COMMANDED to produce and permit inspection and copying of the following documents or objects at the place, date, and time specified below (list documents or objects):
 SEE ATTACHMENT A

PLACE DLA Piper US LLP, 2000 University Avenue, East Palo Alto, CA 94303-2214; (650) 833-2000	DATE AND TIME November 27, 2007; 9:00 a.m.
--	---

☐ YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below.

PREMISES	DATE AND TIME
----------	---------------

Any organization not a party to this suit that is subpoenaed for the taking of a deposition shall designate one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf, and may set forth, for each person designated, the matters on which the person will testify. Federal Rules of Civil Procedure, 30(b)(6).

ISSUING OFFICER'S SIGNATURE AND TITLE (INDICATE IF ATTORNEY FOR PLAINTIFF OR DEFENDANT)  Attorney for Kenneth Schroeder	DATE November 12, 2007
ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER Shirli F. Weiss, DLA Piper US LLP, 401 B Street, Suite 1700, San Diego, CA 92101; (619) 699-3650	

(See Rule 45, Federal Rules of Civil Procedure, Subdivisions (c), (d), and (e), on next page)

¹ If action is pending in district other than district of issuance, state district under case number.

**ATTACHMENT A TO SUBPOENA TO SKADDEN, ARPS,
SLATE, MEAGHER & FLOM LLP**

SEC v. Schroeder

DEFINITIONS

1. "YOU" or "YOUR" or "SKADDEN" shall mean and refer to the law firm of Skadden, Arps, Slate, Meagher & Flom LLP.

2. "SCHROEDER" shall mean and refer to Defendant Kenneth L. Schroeder.

3. "KLA-TENCOR" or "THE COMPANY" shall mean and refer to KLA-Tencor Corporation and its predecessor corporations (including KLA Instruments and Tencor Instruments), including its agents, trustees, custodians, affiliates, attorneys, accountants, representatives, consultants, or other persons acting under its direction or control.

4. "COMMUNICATION(S)" shall mean the exchange of information by any means, including without limitation telephone, telecopy, facsimile, electronic mail, text message, or other electronic medium, letter, memorandum, notes or other writing method, meeting, discussion, conversation or other form of verbal expression.

5. "CONCERN" or "CONCERNING" shall mean relating to, referring to, describing, discussing, memorializing, reflecting, containing, evidencing or constituting.

6. "DOCUMENT(S)" shall mean and include all "writings" as "writings" is defined in the Federal Rules of Evidence, Rule 1001(1), as well as all writings of any nature whatsoever within YOUR possession, custody or control, including but not limited to, contracts, agreements, COMMUNICATIONS, correspondence, telegrams, electronic mail, memoranda, records, reports, books, summaries, power point presentations, records of telephone conversations, summaries or records of personal conversations or interviews, diaries, calendars, forecasts, statistical statements, billing records, work papers, drafts, copies, graphs, accounts, analytical records, minutes and other records of meetings, conferences, consultant reports, appraisals, reports or summaries of negotiations, brochures, pamphlets, circulars, trade letters, press releases, notes, personal notes, handwritten notes, marginal notations, bills, invoices, checks, photographs, brochures, lists, journals, advertising, computer tapes, disks, or other computer storage media,

1 electronic or magnetic storage media, and all other matter, printed, recorded or photographic
2 matter or sound reproductions, including video and audio tapes, however produced or reproduced.

3 7. "DOJ" shall mean and refer to the United States Department of Justice, including
4 its FBI agents or other custodians, attorneys, expert consultants, paralegals, representatives, or
5 other persons acting under the United States Department of Justice's direction or control.

6 8. "LECG" shall mean and refer to LECG, LLC, including its employers, agents,
7 custodians, representatives, or other persons acting under LECG's direction or control.

8 9. "MORGAN LEWIS" shall mean and refer to the law firm of Morgan Lewis &
9 Bockius, LLP.

10 10. "NASDAQ" shall mean and refer to the NASDAQ stock exchange, including its
11 agents, custodians, attorneys, expert consultants, representatives, or other persons acting under
12 the NASDAQ's direction or control.

13 11. "PWC" shall mean and refer to PricewaterhouseCoopers International Limited,
14 including its member firms, predecessor firms, and their agents, custodians, attorneys, expert
15 consultants, representatives, or other persons acting under their direction or control.

16 12. "RESTATEMENT" shall mean and refer to the Restatement announced in THE
17 COMPANY's Form 10-K filed with the Securities & Exchange Commission on January 29,
18 2007.

19 13. "SEC" shall mean and refer to the United States Securities and Exchange
20 Commission, including its agents, custodians, attorneys, paralegals, expert consultants,
21 representatives, or other persons acting under the United States Securities and Exchange
22 Commission's direction or control.

23 14. "SLC INVESTIGATION" shall mean and refer to the investigation conducted by
24 the SPECIAL LITIGATION COMMITTEE, its legal counsel and other advisors concerning
25 possible claims relating to KLA-TENCOR's historical stock option practices.

26 15. "SPECIAL COMMITTEE" shall mean and refer to the Special Committee of
27 KLA-TENCOR's Board of Directors appointed on or about May 23, 2006 to investigate THE
28 COMPANY's historical stock option granting practices.

1 16. "SPECIAL LITIGATION COMMITTEE" shall mean and refer to the Special
 2 Litigation Committee appointed by KLA-TENCOR's Board of Directors to conduct an
 3 investigation of the possible claims of KLA-TENCOR relating to its historical stock option
 4 practices.

5 17. "SPECIAL COMMITTEE INVESTIGATION" shall mean and refer to the internal
 6 investigation (including any follow-up activities) conducted by the SPECIAL COMMITTEE and
 7 its legal counsel, accounting experts, consultants, and other advisors, which investigation was
 8 initiated by KLA-TENCOR's Board of Directors on or about May 23, 2006 to examine the
 9 historical stock option practices of THE COMPANY.

10 INSTRUCTIONS

11
 12 1. If any DOCUMENTS described in these Demands are not produced as demanded,
 13 then with respect to each such DOCUMENT please state:

14 (a) The name, present or last known address, telephone number, present or last
 15 known business affiliation and location, job title and job responsibilities of the DOCUMENT's
 16 author, drafter or originator, each PERSON who edited, corrected, revised, amended or reviewed
 17 the DOCUMENT, each PERSON who entered any initials, comments or notations into the
 18 DOCUMENT, and each recipient of the DOCUMENT or a copy thereof;

19 (b) The DOCUMENT date;

20 (c) A description of the DOCUMENT's subject matter or general nature (i.e.,
 21 opinion of counsel, report, letter);

22 (d) The basis for not producing the DOCUMENT or a copy thereof; and

23 (e) The present location of the DOCUMENT and every copy thereof, and the
 24 name of the PERSON in each location having custody or control of the DOCUMENT or a copy.

25 2. This Demand for production requires that the DOCUMENTS be produced in the
 26 same form and in the same order in which they existed prior to production.

27 3. This Demand for production is a continuing demand for all DOCUMENTS which
 28 are described herein which may hereafter come into YOUR possession, custody, or control.

1 4. In the event that any DOCUMENTS referred to in YOUR response are not in
2 YOUR possession, custody, or control, please specify what disposition was made of them and by
3 whom the DOCUMENTS are now possessed, held in custody, or controlled.

4 5. Wherever it is necessary to bring within the scope of these Demands
5 DOCUMENTS that might otherwise be construed to be outside its scope:

6 (a) The words "and" and "or" shall be construed both disjunctively and
7 conjunctively;

8 (b) The words "any" and "all" shall be construed to mean "any and all;"

9 (c) The singular shall include the plural, and vice versa; and

10 (d) The words "include(s)" and "including" shall be construed to mean
11 "including without limitation."

12 6. These Demands require that YOU make available for inspection and copying each
13 responsive DOCUMENT or tangible thing that is within YOUR actual or constructive possession,
14 custody, care or control, including DOCUMENTS that YOU have a right to secure from any
15 other source. These sources include, but are not limited to, YOUR agents, attorneys, accountants,
16 consultants, advisors or other PERSONS acting or purporting to act on YOUR behalf.

17 7. Each category of DOCUMENTS in these Demands seeks production of each
18 responsive DOCUMENT in its entirety, without abbreviation or expurgation, including all
19 attachments or other matters affixed thereto.

20 8. If a portion of an otherwise responsive DOCUMENT contains information subject
21 to a claim of privilege, only those portions of the DOCUMENT subject to the claim of privilege
22 shall be deleted or redacted from the DOCUMENT, and the rest of the DOCUMENT shall be
23 produced.

24 9. Any DOCUMENT responsive to any category of these Demands that was, but no
25 longer is, in YOUR possession, custody or control, whether actual or constructive, shall be
26 described as completely as possible, and the following information shall be provided:

27 (a) The manner of disposal, including destruction, loss, discarding, or any
28 other means of disposal;

- (b) The date of disposal;
- (c) The reason for disposal;
- (d) The PERSON authorizing disposal;
- (e) The PERSON disposing of the DOCUMENT; and
- (f) The name and address of the most recent custodian of the DOCUMENT.

10. Time Period of Demand: Unless otherwise specified, the time period covered by these Demands is May 1, 2006 through the present.

DEMAND FOR PRODUCTION OF DOCUMENTS AND THINGS

PRODUCTION DEMAND NO. 1

All DOCUMENTS CONCERNING the SPECIAL COMMITTEE INVESTIGATION and/or RESTATEMENT which YOU transmitted to, read from (in whole or in part), summarized, presented to or received from the SEC.

PRODUCTION DEMAND NO. 2

All DOCUMENTS CONCERNING the SPECIAL COMMITTEE INVESTIGATION and/or RESTATEMENT which YOU transmitted to, read from (in whole or in part), summarized, presented to or received from the DOJ.

PRODUCTION DEMAND NO. 3

All DOCUMENTS CONCERNING the SPECIAL COMMITTEE INVESTIGATION and/or RESTATEMENT which YOU transmitted to, read from (in whole or in part), summarized, presented to or received from the NASDAQ.

PRODUCTION DEMAND NO. 4

All DOCUMENTS CONCERNING the SPECIAL COMMITTEE INVESTIGATION and/or RESTATEMENT which YOU transmitted to, read from (in whole or in part), summarized, presented to or received from PWC.

PRODUCTION DEMAND NO. 5

All DOCUMENTS CONCERNING the SPECIAL COMMITTEE INVESTIGATION and/or RESTATEMENT which YOU transmitted to, read from (in whole or in part), summarized,

1 presented to or received from LECG.

2 **PRODUCTION DEMAND NO. 6**

3 All DOCUMENTS CONCERNING the SPECIAL COMMITTEE INVESTIGATION
4 and/or RESTATEMENT which YOU transmitted to, read from (in whole or in part), summarized,
5 presented to or received from MORGAN LEWIS.

6 **PRODUCTION DEMAND NO. 7**

7 All DOCUMENTS CONCERNING notes and/or memoranda of witness interviews
8 WHICH YOU conducted on behalf of the SPECIAL COMMITTEE, including but not limited to:
9 (1) YOUR handwritten notes; (2) all drafts of interview memoranda, whether dictated,
10 handwritten, typed or otherwise memorialized; (3) the metadata of any electronically created and
11 edited electronic DOCUMENTS showing when they were edited; (4) all exhibits or other
12 DOCUMENTS referenced in any such memoranda or notes; and (5) all DOCUMENTS showing
13 edits of such memoranda or notes.

14 **PRODUCTION DEMAND NO. 8**

15 YOUR calendars and billing time records which reference or describe the dates, length
16 and content of: (1) witness interviews YOU attended conducted by the SPECIAL COMMITTEE
17 or SKADDEN; (2) meetings or telephone calls YOU attended with any agency of the government
18 CONCERNING the SPECIAL COMMITTEE INVESTIGATION; (3) meetings or telephone
19 calls YOU attended with PWC CONCERNING the SPECIAL COMMITTEE INVESTIGATION
20 and/or RESTATEMENT; (4) meetings or telephone calls YOU attended with LECG
21 CONCERNING the SPECIAL COMMITTEE INVESTIGATION and/or RESTATEMENT; (5)
22 meetings YOU attended with the NASDAQ CONCERNING the SPECIAL COMMITTEE
23 INVESTIGATION and/or RESTATEMENT; (6) time YOU spent on the SPECIAL
24 COMMITTEE INVESTIGATION and/or RESTATEMENT other than that specified in (1)
25 through (5) above.

26 **PRODUCTION DEMAND NO. 9**

27 All DOCUMENTS summarizing any interactions which YOU attended with
28

1 representatives of the SEC, DOJ and/or NASDAQ concerning the SPECIAL COMMITTEE
2 INVESTIGATION and/or RESTATEMENT including notes or memoranda of any such
3 interaction and any presentations that YOU made therein.

4 **PRODUCTION DEMAND NO. 10**

5 All DOCUMENTS CONCERNING statements which YOU transmitted, read from (in
6 whole or in part), summarized or presented to, or received from, any member of the press or news
7 media or made to attendees at any seminars, CONCERNING the SPECIAL COMMITTEE
8 INVESTIGATION and/or SCHROEDER.

9 **PRODUCTION DEMAND NO. 11**

10 All DOCUMENTS CONCERNING the COMPANY'S SEC filings that refer to or discuss
11 the SPECIAL COMMITTEE INVESTIGATION and/or RESTATEMENT, including drafts
12 which YOU prepared, edited or commented upon.

13 **PRODUCTION DEMAND NO. 12**

14 All DOCUMENTS CONCERNING the SLC INVESTIGATION which YOU transmitted
15 to, read from (in whole or in part), summarized, presented to or received from any governmental
16 agency.

17 **PRODUCTION DEMAND NO. 13**

18 All DOCUMENTS CONCERNING the SLC INVESTIGATION which YOU transmitted
19 to, read from (in whole or in part), summarized, presented to or received from, PWC.

20 **PRODUCTION DEMAND NO. 14**

21 All DOCUMENTS CONCERNING the SPECIAL COMMITTEE INVESTIGATION
22 which YOU created or edited, which related to the findings of the SPECIAL COMMITTEE.

23 **PRODUCTION DEMAND NO. 15**

24 All DOCUMENTS CONCERNING meetings and/or telephone calls which YOU had with
25 representatives of the press or other news media CONCERNING SCHROEDER, the SPECIAL
26 COMMITTEE INVESTIGATION and/or the SLC INVESTIGATION, including billing records
27 and calendar entries showing any such meetings or telephone calls.
28

PRODUCTION DEMAND NO. 16

All DOCUMENTS CONCERNING any investigation CONCERNING SCHROEDER or KLA-TENCOR's historical stock option practices (other than the SPECIAL COMMITTEE INVESTIGATION, RESTATEMENT, and SLC INVESTIGATION) which YOU gave, read from (in whole or in part), summarized, presented to or received from any of the following entities: SEC, DOJ, NASDAQ or news media.

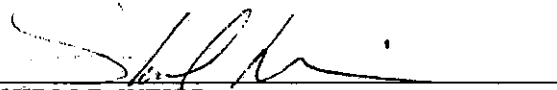
PRODUCTION DEMAND NO. 17

All DOCUMENTS that relate to any ownership interest in KLA-TENCOR securities held during the time period May 1, 2006 to the present by any SKADDEN attorney(s) who worked on the SPECIAL COMMITTEE INVESTIGATION.

Dated: November 12, 2007.

DLA PIPER US LLP

By



SHIRLI F. WEISS
DAVID A. PRIEBE
JEFFREY B. COOPERSMITH
Attorneys for Defendant
Kenneth L. Schroeder

SD\1773757.1

PROOF OF SERVICE

I am employed in the City and County of San Diego, State of California in the office of a member of the bar of this court at whose direction the following service was made. I am over the age of eighteen years and not a party to the within-entitled action. My business address is DLA Piper US LLP, 401 B Street, Suite 1700, San Diego, California 92101-4297.

On November 12, 2007, I served the following document(s):

**NOTICE OF SUBPOENA FOR RECORDS TO SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP**

On the interested parties in the subject action by placing a true copy of the document(s) listed above in a sealed envelope with postage thereon fully prepaid, in the United States mail at San Diego, California addressed as set forth below.

Marc J. Fagel
Susan F. La Marca
Mark P. Fickes
Elena Ro
Securities and Exchange Commission
44 Montgomery Street, Suite 2600
San Francisco, CA 94101
fagelm@sec.gov
lamarcas@sec.gov
fickesm@sec.gov
pendreyj@sec.gov
roe@sec.gov

James E. Lyons
Skadden Arps Slate Meagher & Flom LLP
Four Embarcadero Center, Suite 3800
San Francisco, California 94111
jlyons@skadden.com

Elliot R. Peters
Stuart L. Gasner
Keker & Van Nest LLP
710 Sansome Street
San Francisco, CA 94111
epeters@kvn.com
sgasner@kvn.com

I declare under penalty of perjury under the laws of the United States of America that the above is true and correct.

Executed on November 12, 2007, at San Diego, California.


Emiko S. Gonzales

Exhibit 16

SHIRLI F. WEISS, Bar No. 79225
shirli.weiss@dlapiper.com
DAVID A. PRIEBE, Bar No. 148679
david.priebe@dlapiper.com
JEFFREY B. COOPERSMITH
(Admitted *pro hac vice*)
jeff.coopersmith@dlapiper.com
DLA PIPER US LLP
400 Capitol Mall, Suite 2400
Sacramento, CA 95814-4428
Tel: 916.930.3200
Fax: 916.930.3201

Attorneys for Defendant
Kenneth L. Schroeder

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

KENNETH L. SCHROEDER,

Defendant.

Case No. C-07-3798-JW

**NOTICE OF SUBPOENA FOR RECORDS
TO ELIZABETH HARLAN**

1 **TO ALL PARTIES AND TO THEIR ATTORNEY OF RECORD:**

2 PLEASE TAKE NOTICE that pursuant to Rule 45 of the Federal Rules of Civil
3 Procedure, Defendant Kenneth L. Schroeder ("Defendant"), by his attorneys, demands that
4 deponent respond to the requests for production of documents and things identified in Attachment
5 A to the attached subpoena by producing the requested documents on or before Monday,
6 November 19, 2007, at 9:00 a.m. at the offices of DLA Piper US LLP, located at 2000 University
7 Avenue, East Palo Alto, CA 94303-2214; Telephone: (650) 833-2000.

8
9 Dated: November 7, 2007

DLA PIPER US LLP

10
11 By 

SHIRLI F. WEISS
DAVID A. PRIEBE
JEFFREY B. COOPERSMITH

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13 Attorneys for Defendant
14 Kenneth L. Schroeder

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AO88 (Rev. 12/06) Subpoena in a Civil Case

Issued by the
UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

SECURITIES AND EXCHANGE COMMISSION
 V.

SUBPOENA IN A CIVIL CASE

KENNETH L. SCHROEDER

Case Number:¹ C-07-3798-JW

TO: Elizabeth Harlan c/o James E. Lyons at Skadden, Arps, Slate, Meagher & Flom LLP,
 Four Embarcadero Center, Suite 3800, San Francisco, CA 94111; (415) 984-6470

☐ YOU ARE COMMANDED to appear in the United States District court at the place, date, and time specified below to testify in the above case.

PLACE OF TESTIMONY	COURTROOM
	DATE AND TIME

☐ YOU ARE COMMANDED to appear at the place, date, and time specified below to testify at the taking of a deposition in the above case.

PLACE OF DEPOSITION	DATE AND TIME
---------------------	---------------

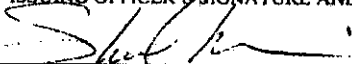
☒ YOU ARE COMMANDED to produce and permit inspection and copying of the following documents or objects at the place, date, and time specified below (list documents or objects):
 SEE ATTACHMENT A

PLACE DLA Piper US LLP, 2000 University Avenue, East Palo Alto, CA 94303-2214; (650) 833-2000	DATE AND TIME November 19, 2007 at 9 a.m.
--	--

☐ YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below.

PREMISES	DATE AND TIME
----------	---------------

Any organization not a party to this suit that is subpoenaed for the taking of a deposition shall designate one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf, and may set forth, for each person designated, the matters on which the person will testify. Federal Rules of Civil Procedure, 30(b)(6).

ISSUING OFFICER'S SIGNATURE AND TITLE (INDICATE IF ATTORNEY FOR PLAINTIFF OR DEFENDANT)  Attorney for Kenneth Schroeder	DATE November 7, 2007
ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER Shirli F. Weiss, DLA Piper US LLP, 401 B Street, Suite 1700, San Diego, CA 92101; (619) 699-3650	

(See Rule 45, Federal Rules of Civil Procedure, Subdivisions (c), (d), and (e), on next page)

¹ If action is pending in district other than district of issuance, state district under case number.

ATTACHMENT A TO SUBPOENA TO ELIZABETH HARLAN

SEC v. Schroeder

DEFINITIONS

1. "YOU" or "YOUR" shall mean and refer to Elizabeth Harlan and includes any assistant that sent COMMUNICATIONS (defined below) on her behalf.

2. "KLA-TENCOR" and "the COMPANY" shall mean and refer to KLA-Tencor Corporation and its predecessor corporations (including KLA Instruments and Tencor Instruments), and shall include all committees of its Board of Directors.

3. "SCHROEDER" shall mean and refer to Defendant Kenneth L. Schroeder.

4. "COMMUNICATION(S)" shall mean the exchange of information by any means, including without limitation telephone, telecopy, facsimile, electronic mail, text message, or other electronic medium, letter, memorandum, notes or other writing method, meeting, discussion, conversation or other form of verbal expression.

5. "CONCERN" or "CONCERNING" shall mean relating to, referring to, describing, discussing, memorializing, reflecting, containing, evidencing or constituting.

6. "DOCUMENT(S)" shall mean and include all "writings" as "writings" is defined in the Federal Rules of Evidence, Rule 1001(1), as well as all writings of any nature whatsoever within YOUR possession, custody or control, including but not limited to, contracts, agreements, COMMUNICATIONS, correspondence, telegrams, electronic mail, memoranda, records, power point presentations, reports, books, summaries, records of telephone conversations, summaries or records of personal conversations or interviews, diaries, calendars, forecasts, statistical statements, billing records, work papers, drafts, copies, graphs, accounts, analytical records, minutes and other records of meetings, conferences, consultant reports, appraisals, reports or summaries of negotiations, brochures, pamphlets, circulars, trade letters, press releases, notes, personal notes, handwritten notes, marginal notations, bills, invoices, checks, photographs, brochures, lists, journals, advertising, computer tapes, disks, or other computer storage media, electronic or magnetic storage media, and all other matter, printed, recorded or photographic

1 matter or sound reproductions, including video and audio tapes, however produced or reproduced.

2 7. "DOJ" shall mean and refer to the United States Department of Justice, including
3 its agents, custodians, attorneys, expert consultants, paralegals, representatives, or other persons
4 acting under the United States Department of Justice's direction or control.

5 8. "LECG" shall mean and refer to LECG, LLC, including its agents, custodians,
6 expert consultants, representatives, or other persons acting under LECG's direction or control.

7 9. "NASDAQ" shall mean and refer to the NASDAQ stock exchange and NASD,
8 Inc., including their predecessor entities, successor entities (including the Financial Industry
9 Regulatory Authority (FINRA)), agents, custodians, attorneys, expert consultants, representatives,
10 or other persons acting under the NASDAQ's direction or control.

11 10. "PWC" shall mean and refer to PricewaterhouseCoopers International Limited,
12 including its member firms, predecessor firms, and their agents, custodians, attorneys, expert
13 consultants, representatives, or other persons acting under their direction or control.

14 11. "RESTATEMENT" shall mean and refer to the Restatement announced in THE
15 COMPANY's Form 10-K filed with the Securities & Exchange Commission on January 29,
16 2007.

17 12. "SEC" shall mean and refer to the United States Securities and Exchange
18 Commission, including its agents, custodians, attorneys, paralegals, expert consultants,
19 representatives, or other persons acting under the United States Securities and Exchange
20 Commission's direction or control.

21 13. "SPECIAL COMMITTEE" shall mean and refer to the Special Committee of
22 KLA-TENCOR's Board of Directors appointed on or about May 23, 2006 to investigate THE
23 COMPANY's historical stock option granting practices.

24 14. "SPECIAL COMMITTEE INVESTIGATION" shall mean and refer to the internal
25 investigation (including any follow-up activities) conducted by the SPECIAL COMMITTEE and
26 its legal counsel, accounting experts, consultants, and other advisors, which investigation was
27 initiated by KLA-TENCOR's Board of Directors on or about May 23, 2006 to examine the
28 historical stock option practices of THE COMPANY.

15. "SKADDEN" shall mean and refer to the law firm of Skadden Arps Meager & Flom, LLP, including its attorneys, paralegals and administrative staff.

INSTRUCTIONS

1. If any DOCUMENTS described in these Demands are not produced as demanded, then with respect to each such DOCUMENT please state:

(a) The name, present or last known address, telephone number, present or last known business affiliation and location, job title and job responsibilities of the DOCUMENT's author, drafter or originator, each PERSON who edited, corrected, revised, amended or reviewed the DOCUMENT, each PERSON who entered any initials, comments or notations into the DOCUMENT, and each recipient of the DOCUMENT or a copy thereof;

(b) The DOCUMENT date;

(c) A description of the DOCUMENT's subject matter or general nature (i.e., opinion of counsel, report, letter);

(d) The basis for not producing the DOCUMENT or a copy thereof; and

(e) The present location of the DOCUMENT and every copy thereof, and the name of the PERSON in each location having custody or control of the DOCUMENT or a copy.

2. This Demand for production requires that the DOCUMENTS be produced in the same form and in the same order in which they existed prior to production.

3. This Demand for production is a continuing demand for all DOCUMENTS which are described herein which may hereafter come into YOUR possession, custody, or control.

4. In the event that any DOCUMENTS referred to in YOUR response are not in YOUR possession, custody, or control, please specify what disposition was made of them and by whom the DOCUMENTS are now possessed, held in custody, or controlled.

5. Wherever it is necessary to bring within the scope of these Demands DOCUMENTS that might otherwise be construed to be outside its scope:

(a) The words "and" and "or" shall be construed both disjunctively and conjunctively;

(b) The words "any" and "all" shall be construed to mean "any and all;"

1 (c) The singular shall include the plural, and vice versa; and

2 (d) The words "include(s)" and "including" shall be construed to mean
3 "including without limitation."

4 6. These Demands require that YOU make available for inspection and copying each
5 responsive DOCUMENT or tangible thing that is within YOUR actual or constructive possession,
6 custody, care or control, including DOCUMENTS that YOU have a right to secure from any
7 other source. These sources include, but are not limited to, YOUR agents, attorneys, accountants,
8 consultants, advisors or other PERSONS acting or purporting to act on YOUR behalf.

9 7. Each category of DOCUMENTS in these Demands seeks production of each
10 responsive DOCUMENT in its entirety, without abbreviation or expurgation, including all
11 attachments or other matters affixed thereto.

12 8. If a portion of an otherwise responsive DOCUMENT contains information subject
13 to a claim of privilege, only those portions of the DOCUMENT subject to the claim of privilege
14 shall be deleted or redacted from the DOCUMENT, and the rest of the DOCUMENT shall be
15 produced.

16 9. Any DOCUMENT responsive to any category of these Demands that was, but no
17 longer is, in YOUR possession, custody or control, whether actual or constructive, shall be
18 described as completely as possible, and the following information shall be provided:

19 (a) The manner of disposal, including destruction, loss, discarding, or any
20 other means of disposal;

21 (b) The date of disposal;

22 (c) The reason for disposal;

23 (d) The PERSON authorizing disposal;

24 (e) The PERSON disposing of the DOCUMENT; and

25 (f) The name and address of the most recent custodian of the DOCUMENT.

26 10. TIME PERIOD OF DEMANDS: Unless otherwise specified, the time period
27 covered by these Demands is May 1, 2006 through to the present.

28

DEMAND FOR PRODUCTION OF DOCUMENTS AND THINGS**PRODUCTION DEMAND NO. 1**

All DOCUMENTS CONCERNING notes and/or memoranda of witness interviews conducted by Skadden on behalf of the Special Committee which YOU prepared, commented on or edited, including but not limited to: (1) YOUR handwritten notes; (2) all drafts of interview memoranda, whether dictated, handwritten, typed or otherwise memorialized; (3) the metadata of any electronically created and edited electronic documents showing when they were edited; (4) all exhibits or other DOCUMENTS referenced in any such memoranda or notes; and (5) all DOCUMENTS showing edits of other people to memoranda prepared by YOU.

PRODUCTION DEMAND NO. 2

YOUR calendars and billing time records which reference or describe the dates, length and content of: (1) witness interviews YOU attended conducted by the SPECIAL COMMITTEE or SKADDEN; (2) meetings or telephone calls YOU attended with any agency of the government CONCERNING the SPECIAL COMMITTEE INVESTIGATION; (3) meetings or telephone calls YOU attended with PWC CONCERNING the SPECIAL COMMITTEE INVESTIGATION and/or RESTATEMENT; (4) meetings or telephone calls YOU attended with LECG CONCERNING the SPECIAL COMMITTEE INVESTIGATION and/or RESTATEMENT; (5) meetings YOU attended with the NASDAQ CONCERNING the SPECIAL COMMITTEE INVESTIGATION and/or RESTATEMENT; (6) time YOU spent on the SPECIAL COMMITTEE INVESTIGATION and/or RESTATEMENT other than that specified in (1) through (5) above.

PRODUCTION DEMAND NO. 3

All DOCUMENTS CONCERNING meetings attended by any SKADDEN lawyers and any agency of the government, which DOCUMENTS YOU prepared in whole or in part, edited, or commented on, including presentations made to government agencies and notes of interviews of, or meetings with, SKADDEN lawyers conducted by any government agency.

PRODUCTION DEMAND NO. 4

All DOCUMENTS CONCERNING statements to the press made by SKADDEN, KLA-TENCOR and/or or Morgan Lewis, which you prepared in whole or in part, summarized, edited or commented on.

PRODUCTION DEMAND NO. 5

All DOCUMENTS CONCERNING SEC filings of KLA-TENCOR related to the SPECIAL COMMITTEE INVESTIGATION and/or RESTATEMENT, which you prepared in whole or in part, edited or commented on.

PRODUCTION DEMAND NO. 6

All COMMUNICATIONS between YOU and PWC concerning the SPECIAL COMMITTEE INVESTIGATION and/or RESTATEMENT, including drafts of those COMMUNICATIONS.

PRODUCTION DEMAND NO. 7

All COMMUNICATIONS between YOU and LECG concerning the SPECIAL COMMITTEE INVESTIGATION and/or RESTATEMENT, including drafts of those COMMUNICATIONS.

PRODUCTION DEMAND NO. 8

All DOCUMENTS which YOU prepared, edited or commented on concerning SCHROEDER.

PRODUCTION DEMAND NO. 9

All DOCUMENTS created by SKADDEN CONCERNING the SPECIAL COMMITTEE INVESTIGATION, which YOU reviewed prior to serving as the note taker for Mr. Schroeder's interview conducted by SKADDEN.

////

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PRODUCTION DEMAND NO. 10

All DOCUMENTS that relate to any ownership YOU had or have in KLA-TENCOR securities during the time period May 1, 2006 to the present.

Dated: November 7, 2007.

DLA PIPER US LLP

By 

SHIRLI F. WEISS
DAVID A. PRIEBE
JEFFREY B. COOPERSMITH
Attorneys for Defendant
Kenneth L. Schroeder

SDN1773458.1

1 **PROOF OF SERVICE**

2 I am employed in the City and County of San Diego, State of California in the office of a
3 member of the bar of this court at whose direction the following service was made. I am over the
4 age of eighteen years and not a party to the within-entitled action. My business address is DLA
Piper US LLP, 401 B Street, Suite 1700, San Diego, California 92101-4297.

5 On November 7, 2007, I served the following document(s):

6 **NOTICE OF SUBPOENA FOR RECORDS TO ELIZABETH HARLAN**

7 On the interested parties in the subject action by placing a true copy of the document(s)
8 listed above in a sealed envelope with postage thereon fully prepaid, in the United States mail at
San Diego, California addressed as set forth below.

9 Marc J. Fagel
10 Susan F. La Marca
11 Mark P. Fickes
12 Jeremy Pendrey
13 Elena Ro
Securities and Exchange Commission
44 Montgomery Street, Suite 2600
San Francisco, CA 94101
14 fagelm@sec.gov
15 lamarcas@sec.gov
16 fickesm@sec.gov
pendreyj@sec.gov
roe@sec.gov

James E. Lyons
Skadden Arps Slate Meagher & Flom LLP
Four Embarcadero Center, Suite 3800
San Francisco, California 94111
jlyons@skadden.com

Elliot R. Peters
Stuart L. Gasner
Keker & Van Nest LLP
710 Sansome Street
San Francisco, CA 94111
epeters@kvn.com
sgasner@kvn.com

18 I declare under penalty of perjury under the laws of the United States of America that the
19 above is true and correct.

20 Executed on November 7, 2007, at San Diego, California.

21 
22
23 Emiko S. Gonzalez
24
25
26
27
28